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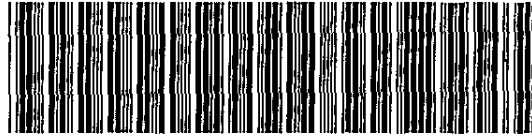
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TALLAHASSEE, FLORIDA

Cy. 10-25

LAW OFFICE OF
LARRY D. PARKS, ESQUIRE
7460 S.W. 130TH STREET
PINECREST, FLORIDA 33156

LARRY D. PARKS
SHERRY L. PARKS

TELEPHONE (305) 251-5790
FACSIMILE (305) 254-6929

OCTOBER 12, 2005

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: PALMETTO BAY BASEBALL, INC.
A Florida Not For Profit Corporation

Dear Sir or Madame;

Attached you will find one original set of Articles of Incorporation for PALMETTO BAY BASEBALL, INC., a Florida Not For Profit Corporation, along with our check in the amount of \$78.75 to cover the following disbursements:

\$ 35.00	Filing Articles of Incorporation
8.75	Certified copy of Articles of Incorporation
<u>35.00</u>	Registered Agent Filing Fee
\$78.75	Total

Thank you for your cooperation in this regard.

Sincerely,


Larry D. Parks

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PALMETTO BAY BASEBALL INC.

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is PALMETTO BAY BASEBALL, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to support and enhance the development of extra-curricular baseball, and to engage in any related activities permitted under the laws of the United States and Florida.

ARTICLE IV

MEMBERS

The corporation shall have authority to issue certificates of membership and the qualifications and rights of membership are to be set forth in the By-Laws.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is seven (7), whose names and addresses are:

- | | |
|-----------------|--|
| Bart Billbrough | 7460 S.W. 130 Street
Pinecrest, Florida 33156 |
| Walter Flores | 7460 S.W. 130 Street
Pinecrest, Florida 33156 |
| Karan Rukrigl | 7460 S.W. 130 Street
Pinecrest, Florida 33156 |

Anita Shuffield 7460 S.W. 130 Street
Pinecrest, Florida 33156

Debbie Kacer 7460 S.W. 130 Street
Pinecrest, Florida 33156

Claudia Glasson 7460 S.W. 130 Street
Pinecrest, Florida 33156

Carl Stridfeldt 7460 S.W. 130 Street
Pinecrest, Florida 33156

The directors of this corporation may be either increased or decreased from time to time by the By-Laws of this corporation. However, there shall never be less than three (3) directors, and the election or appointment of the directors is to be stated in the By-Laws.

ARTICLE VI

INITIAL PRINCIPAL OFFICE, REGISTERED AGENT AND OFFICE

The address of this corporation's initial principal office, mailing address and registered office is: 7460 S.W. 130 Street, Pinecrest, Florida 33156, and the name of this corporation's initial registered agent at said address is Larry D. Parks.

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is:

Larry D. Parks 7460 S.W. 130 Street
Pinecrest, Florida 33156

ARTICLE VIII

BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this corporation shall be vested in the Board of Directors and the Members.

ARTICLE IX

INDEMNIFICATION

This corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the corporation. Said indemnification shall include, but not be limited to the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

ARTICLE XI

ECONOMIC AFFAIRS OF THE ASSOCIATION.
DISSOLUTION AND LIQUIDATION

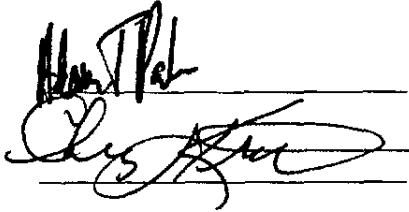
The purposes for which the Corporation is organized are limited to the purposes specified in Section 501 (c) (3) of the Internal Revenue Code, to wit exclusively religious, charitable, scientific, literary and educational within the meaning of said Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

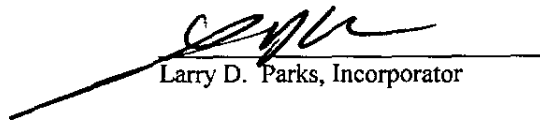
Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in the sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose. Any provision in the Articles of Incorporation that will not agree or that will oppose and/or contradict this Article XI is null and invalid and will be of no effect and with no legal force.

19th IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this day of October, 2005.

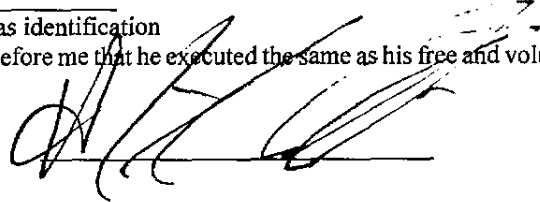
Witnesses:




Larry D. Parks, Incorporator

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

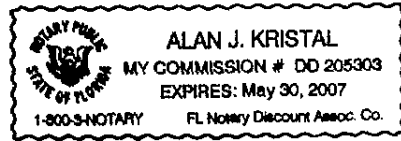
The foregoing instrument was acknowledged before me this 19 day of October, 2005, by Larry D. Parks who is personally known to me who has produced the following _____ as identification and who ~~did~~ (did not) take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.



Alan J. Kristal
(print name of Notary)

Notary Public

Commission Number: _____



CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapters 607 and 617 of the Florida Statutes, the following is submitted, in compliance with said Act:

That PALMETTO BAY BASEBALL, INC., desiring to incorporate under the laws of the State of Florida has named Larry D. Parks with an address of 7460 S.W. 130 Street, Pinecrest, Florida 33156 as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.

Dated this 19th day of October, 2005.


Larry D. Parks, Registered Agent

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